

ITEL

RECORDATION NO. 15484-B FILE NO.

MAY 1 1988 11 10 AM

IteI Rail Corporation

October 28, 1988

INTERSTATE COMMERCE COMMISSION

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Amendment No. 2 to Lease Agreement dated December 15, 1987, between IteI Rail Corporation and Canadian National Railway Company

Dear Ms. McGee:

On behalf of IteI Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$13 recordation fee.

Please record this Amendment under the Lease Agreement dated December 15, 1987, between IteI Rail Corporation and Canadian National Railway Company, which was filed with the ICC on January 26, 1988, under Recordation No. 15484.

The parties to the aforementioned instrument are listed below:

IteI Rail Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

Canadian National Railway Company (Lessee)
935 de LaGauchetiere St. W.
Montreal, Quebec
Canada H3B 2M9

This Amendment identifies the reporting marks of two hundred forty-one (241) boxcars subject to the Lease Agreement as CN 416000-416174, 416176-416178 and 416180-416242.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Department

THIS INSTRUMENT IS SUBJECT TO A SECURITY INTEREST IN FAVOR OF HELLER FINANCIAL, INC. UNDER THE HELLER FINANCIAL, INC. LOAN AND SECURITY AGREEMENT WITH ITEL RAIL CORPORATION DATED AS OF SEPTEMBER 30, 1986.

ITEL

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

October 14, 1988

RECORDATION NO. 15484-B FILE 1200

NOV 1 1988 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

Mr. Paul J. Foliot
Vice President-Purchases and Materials
Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal PQ H3B 2M9 Canada

RE: The Lease Agreement, as amended, dated as of December 15, 1987, ("Agreement") between Itel Rail Corporation ("Lessor") and Canadian National Railway Company ("Lessee")


Dear Mr. Foliot:

Please accept this letter as an amendment ("Amendment No. 2") to the Agreement wherein the parties agree as follows:

1. The two hundred forty-one (241) Cars subject to Exhibit A of the Agreement will bear the reporting marks CN 416000-416174, 41676-41678, and 416180-416242.
2. All other terms and provisions of the Lease Agreement shall remain in full force and effect.

Please indicate your concurrence to the above by signing and having notarized each original of this Amendment No. 2 and returning six originals to me.

Sincerely,



Desmond P. Hayes
President

DPH/svf

CONCURRENCE BY;
CANADIAN NATIONAL RAILWAY COMPANY

By: Paul Foliot

Title: Vice-President

Date: 18 October 1988

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 14th day of October, 1988, before me personally appeared Desmond P. Hayes, to me personally known who, being by me duly sworn, says that he is the President of ITEL Rail Corporation that the seal affixed to the foregoing Amendment No. 2 is the seal of said organization, that said instrument was signed and sealed on behalf of said organization by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

Sharon L. Van Fossan
Notary Public



MY COMMISSION EXPIRES)
July 10, 1989.) ss:
PROVINCE OF QUEBEC)
DISTRICT OF MONTREAL)

On this 18th day of October, 1988, before me personally appeared Paul J. Foliot, to me personally known who, being by me duly sworn, says that he is the Vice President of Canadian National Railway Company, that the seal affixed to the foregoing Amendment No. 2 is the seal of said organization, that said instrument was signed and sealed on behalf of said organization by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

L. Burton
Commission for Oaths
Province of Quebec

L. BURTON
Commissioner for Oaths
Commissaire à l'Assermentation
District-Montreal
Expires July 10, 1989